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Counsel to the Debtors and Debtors in Possession

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re: : Chapter 11  
: Case Nos. 00-B-41065 (SMB)  
RANDALL'S ISLAND FAMILY GOLF : through 00-B-41196 (SMB)  
CENTERS, INC., et. al., :  
: (Jointly Administered)  
Debtors. :  
-----X

**THIRD SUPPLEMENTAL AFFIDAVIT IN SUPPORT OF APPLICATION  
OF DEBTORS AND DEBTORS IN POSSESSION TO APPOINT,  
EMPLOY AND SUBSTITUTE GOLENBOCK, EISEMAN, ASSOR  
& BELL AS GENERAL BANKRUPTCY COUNSEL**

STATE OF NEW YORK )  
: ss.:  
COUNTY OF NEW YORK )

JONATHAN L. FLAXER, being duly sworn, deposes and says:

1. I am an attorney at law, duly admitted and in good standing to practice in the State of New York and in this Court. I am a partner of the firm of Golenbock, Eiseman, Assor & Bell (“GEA&B”), located at 437 Madison Avenue, New York, New York 10022, and am duly authorized to make this affidavit on GEA&B’s behalf.

2. I am familiar with the matters set forth herein, and make this affidavit in further support of the application of Randall’s Island Family Golf Centers, Inc., et al. (the “Debtors”) seeking

authority to appoint, employ and substitute my firm as general bankruptcy counsel, effective as of January 5, 2001, and in furtherance of GEA&B's continuing duty of disclosure.

3. My review of the Debtors' insurance policies revealed that (i) a \$5 million umbrella insurance policy -- #BE7392721 -- issued by American International Group ("AIG"), with a \$10,000 deductible, is in place for the period of April 2, 2000 to April 2, 2001, at a premium cost of \$103,585 and (ii) a \$260,000 profit sharing bond -- O1CBBFU9861 -- issued by the Hartford, ("The Hartford") is in place for the period of January 1, 2001 to January 1, 2002, at a cost of \$105.

4. American International Group and The Hartford and certain of their affiliates are clients of GEA&B in bankruptcy and litigation matters unrelated to the Debtors.

5. There are no pending actions or claims which implicate the umbrella policies issued by AIG or The Hartford, nor is it anticipated that the policy limits of existing primary insurance will be exceeded such that umbrella policies will be implicated.

6. GEA&B will not represent the Debtors in any matter against AIG or The Hartford, or any of their affiliates or subsidiaries.

/s/ Jonathan L. Flaxer  
JONATHAN L. FLAXER

Sworn to before me this  
20<sup>th</sup> day of March, 2001

/s/ Roslind D. Flake  
Roslind D. Flake  
Notary Public, State of New York  
No. 31-4904251  
Qualified in New York County  
Commission Expires 8/31/01